

RECORDATION NO. 21518 FILED

JUL 20 '98

11-09 AM



**BOMBARDIER
CAPITAL**

NorRail, Inc.
308 12th Avenue South
Buffalo, MN 55313 United States
Telephone 1(612) 557-0215
Fax 1(612) 682-2452
<http://www.capital.bombardier.com>

July 15, 1998

Ms. Janice Fort
Surface Transportation Board
1925 K. Street NW, Suite 700
Washington, D.C. 20423

Dear Janice,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of Memorandum of Railcar Lease Agreement dated as of September 17, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: NorRail, Inc.
308 - 12th Avenue South
Buffalo, MN 55313
Phone: 612-557-0215

Lessee: Sault Ste. Marie Bridge Company
One O'Hare Center
6250 N. River Rd., Suite 9000
Rosemount, IL 60018
Phone: 847-318-4600

The enclosed Memorandum of Railcar Lease Agreement covers one hundred fifty (150) 73' 110 Ton Centerbeam Bulkhead Flatcar Railcars bearing reporting marks and numbers indicated on Exhibit A. Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed documents to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-684-5305.

Very truly yours,


Bradley C. Gunstad
Vice President & General Counsel
Enclosures

REC'D JUN 24 1998

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MEMORANDUM OF RAILCAR LEASE AGREEMENT

11-09 AM

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of June 24, 1998 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Sault Ste. Marie Bridge Company, a Michigan Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1779 dated June 24, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the one hundred fifty (150) railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: NorRail, Inc.

By [Signature]
Its [Signature]
By [Signature]
Its Vice & General Counsel

LESSEE: Sault Ste. Marie Bridge Company

By [Signature]
Its EVP-CFO
By _____
Its _____

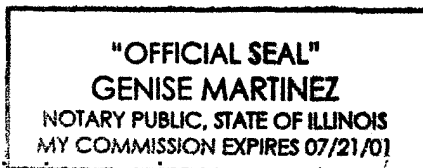
Exhibit A
To
Memorandum of Railcar Lease Agreement

SSAM038600 through SSAM038749, inclusive

STATE OF ILLINOIS, COUNTY OF COOK TO WIT:

On this 23rd day of June, 1998 before me personally appeared,
T.F. Power, Jr. and he is, to me personally known,
who being by me duly sworn, says that they are the F.V.P. - Finance and
MICHIGAN respectively of Sault Ste. Marie Bridge Company, a
Corporation, that said instrument was signed on behalf of said
corporation by authority of its Board of Directors, and they acknowledged that the
execution of the foregoing instrument was the free act and deed of said
corporation.

(Seal)



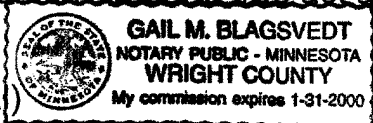
Genise Martinez
Notary Public

My commission expires: _____

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 30th day of June, 1998 before me personally appeared,
The Humble and Buddy C. Durstad, to me personally known,
who being by me duly sworn, says that they are the V.P. Sales and
V.P. General Counsel, respectively of NorRail, Inc. a Minnesota Corporation,
that said instrument was signed on behalf of said corporation by authority of its
Board of Directors, and they acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000